

MANPOWER INC /WI/  
Form DEFA14A  
April 17, 2002

SCHEDULE 14A INFORMATION

PROXY STATEMENT PURSUANT TO SECTION 14(a)  
OF THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. \_\_\_\_)

Filed by the Registrant  [X]

Filed by a Party other than the Registrant  [ ]

Check the appropriate box:

[ ] Preliminary Proxy Statement

[ ] Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

[ ] Definitive Proxy Statement

[X] Definitive Additional Materials

[ ] Soliciting Material Pursuant to

§240.14a-12

Manpower Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement  
if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[ ] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) \_\_\_\_\_  
Proposed maximum aggregate of transaction:

(5) \_\_\_\_\_  
Total fee paid: \_\_\_\_\_

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid: \_\_\_\_\_

(2) Form, Schedule or Registration Statement No.:  
\_\_\_\_\_

(3) Filing Party: \_\_\_\_\_

(4) Date Filed: \_\_\_\_\_

MANPOWER INC.  
5301 North Ironwood Road  
Milwaukee, Wisconsin 53217

Supplement to Proxy Statement for 2002 Annual Meeting of  
Shareholders to be held on April 30, 2002

#### Independent Auditors

On or about March 29, 2002, we mailed to you the Proxy Statement, Notice of Annual Meeting of Shareholders, Proxy Card and Annual Report relating to the Annual Meeting of Shareholders of Manpower Inc. (the "Company") to be held on April 30, 2002. We indicated in the Proxy Statement that given the current circumstances of Arthur Andersen LLP, the Audit Committee had not determined whether to recommend that the Board of Directors appoint Arthur Andersen to audit the Company's financial statements for the fiscal year ending December 31, 2002.

In light of the developments regarding Arthur Andersen and its global network, the Audit Committee determined to recommend that the Board of Directors appoint PricewaterhouseCoopers LLP to audit the Company's financial statements for the fiscal year ending December 31, 2002. On April 10, 2002, the Board of Directors appointed PricewaterhouseCoopers to audit the Company's financial statements for the fiscal year ending December 31, 2002, replacing Arthur Andersen, which the Board of Directors dismissed. The decision to replace Arthur Andersen with PricewaterhouseCoopers as the Company's independent auditors was made after careful consideration by the Company's Audit Committee, Board of Directors and management and was not based on any disagreement between the Company and Arthur Andersen on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedure. We thank Arthur Andersen, especially the Milwaukee-based team, for its many years

of excellent, professional service. Representatives of PricewaterhouseCoopers are expected to attend the Annual Meeting and have the opportunity to make a statement if they so desire, and will also be available to respond to appropriate questions.

Security Ownership of Certain Beneficial Owners

The following table lists as of the Record Date additional information as to the persons believed by the Company to be the beneficial owners of more than 5% of its outstanding Common Stock:

<u>Name and Address of Beneficial Owners</u>	<u>Amount and Nature of Beneficial Ownership(2)</u>	<u>Percent of Class(1)</u>
AIM Funds Management, Inc. 5140 Yonge Street Suite 900 Toronto, Ontario M2N 6X7 Canada	6,078,400	8.0%

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(1) Based on 76,265,051 shares of Common Stock outstanding as of the Record Date.

(2) This information is based on a Schedule 13G dated March 30, 2002. AIM Funds Management, Inc. has shared voting and shared dispositive power with respect to 6,078,400 shares held.

The date of the Supplement is April 17, 2002.